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MAR 27 1995 11:25 AM

EQUIPMENT LEASE SUPPLEMENT NO. 1

COMMERCIAL COMMERCE COMMISSION

EQUIPMENT LEASE SUPPLEMENT NO. 1, dated March 24, 1995 (this "Supplement"), between THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation (the "Lessee"), and WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Trustee ("Trustee"), under a Trust Agreement dated as of March 15, 1995, with the Trustor named therein.

W I T N E S S E T H:

WHEREAS, the Trustee and the Lessee heretofore have entered into that certain Equipment Lease dated as of March 15, 1995 (herein, together with any amendments and supplements heretofore made thereto, the "Lease"); and

WHEREAS, the Lease provides for the execution and delivery on each Closing Date (such term and other defined terms in the Lease being herein used with the same meanings) of a Supplement thereto substantially in the form hereof;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the Trustee and the Lessee agree as follows:

1.01 Acceptance and Lease. The Lessee hereby acknowledges and confirms that on the date hereof the Items of Equipment described in Schedule I hereto have been unconditionally accepted by the Lessee from the Trustee and are now leased under the Lease and have been marked in accordance with Section 4 of the Lease. The Items of Equipment being accepted hereby are located in various jurisdictions, but none of the Items of Equipment being accepted hereby is being accepted in Chicago, Illinois.

1.02 Fixed Rent, Casualty Values and Termination Values. Attached as Schedule II and Schedule III hereto are the Fixed Rent and Casualty Values and Termination Values, respectively, for the Items of Equipment covered by this Supplement.

1.03 Term. The Interim Term with respect to the Items of Equipment shall begin on the date of delivery and acceptance hereunder and, subject to the terms of Sections 11 and 14 of the Lease, shall terminate at 11:59:59 p.m. on May 30, 1995. The Base Term with respect to the Units, subject to the provisions of Sections 7 and 10 of the Lease, shall be for 15 years commencing immediately upon the expiration of the Interim Term.

2. Miscellaneous. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Supplement may refer to the Lease without making specific reference hereto, but nevertheless all such references shall be deemed to include this Supplement unless the context thereof shall otherwise require.

This Supplement shall be construed in connection with and as a part of the Lease, and all terms, conditions and covenants contained therein, as herein modified, shall be and remain in full force and effect.

This Supplement may be executed in several counterparts, such counterparts together constituting but one and the same agreement. To the extent, if any, that this Lease Supplement constitutes chattel paper (as defined in the Uniform Commercial Code as in effect in any applicable jurisdiction), no security interest may be created through the transfer of any counterpart other than the "original" counterpart which is deemed to be the counterpart containing the receipt therefor executed by State Farm Life Insurance Company on the signature page thereof.

* * * * *

IN WITNESS WHEREOF, the parties hereto have caused this Lease to be executed by their respective officers thereunder duly authorized and the corporate seals to be hereto affixed as of the day and year first above written.

WILMINGTON TRUST COMPANY, not
in its individual capacity but
solely as Trustee

By: 

Its: _____

Financial Services Officer

ATTEST:

By: 

Its: _____

VICE PRESIDENT

THE KANSAS CITY SOUTHERN RAIL-
WAY COMPANY

By: _____

Its: _____

ATTEST:

By: _____

Its: _____

IN WITNESS WHEREOF, the parties hereto have caused this Lease to be executed by their respective officers thereunder duly authorized and the corporate seals to be hereto affixed as of the day and year first above written.

WILMINGTON TRUST COMPANY, not
in its individual capacity but
solely as Trustee

By: _____
Its: _____

ATTEST:

By: _____
Its: _____

THE KANSAS CITY SOUTHERN RAIL-
WAY COMPANY

By: Anthony P. McCarthy
Its: Treasurer

ATTEST:

By: Sherry K. Cooper
Its: Assistant Secretary

STATE OF DELAWARE)
) ss:
NEW CASTLE COUNTY)

On this 20th day of March, 1995, before me personally appeared Emmett R. Harmon and W. Chris Sponenberg, to me personally known, who being by me duly sworn, say that they are Vice President and Financial Services Officer, respectively, of WILMINGTON TRUST COMPANY, that said instrument was signed and sealed on behalf of said corporation on such day by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Paula M. Sulecki
Notary Public

[NOTARIAL SEAL]

PAULA M. SULECKI
NOTARY PUBLIC

My commission expires: My commission expires April 14, 1996

STATE OF Missouri)
) SS
COUNTY OF Jackson)

On this 21st of March, 1995, before me personally appeared Anthony P. McCarthy and Sherry K. Cooper, to me personally known, who being by me duly sworn, say that they are Treasurer and Assistant Secretary, respectively of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that said instrument was signed and sealed on behalf of said corporation on such day by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[NOTARIAL SEAL]

JULIE A. ROBINSON
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires May 18, 1998

My commission expires: _____

STATE OF _____)
) SS
COUNTY OF _____)

On this ____ day of _____, 1995, before me personally appeared _____, and _____, to me personally known, who being by me duly sworn, say that they are _____ and _____, respectively, of WILMINGTON TRUST COMPANY, that said instrument was signed and sealed on behalf of said corporation on such day by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My commission expires: _____

SCHEDULE I
(to Equipment Lease Supplement)

DESCRIPTION OF ITEMS OF EQUIPMENT

KCS 505000	KCS 505054	KCS 505108	KCS 505162
KCS 505001	KCS 505055	KCS 505109	KCS 505163
KCS 505002	KCS 505056	KCS 505110	KCS 505164
KCS 505003	KCS 505057	KCS 505111	KCS 505165
KCS 505004	KCS 505058	KCS 505112	KCS 505166
KCS 505005	KCS 505059	KCS 505113	KCS 505167
KCS 505006	KCS 505060	KCS 505114	KCS 505168
KCS 505007	KCS 505061	KCS 505115	KCS 505169
KCS 505008	KCS 505062	KCS 505116	KCS 505170
KCS 505009	KCS 505063	KCS 505117	KCS 505171
KCS 505010	KCS 505064	KCS 505118	KCS 505172
KCS 505011	KCS 505065	KCS 505119	KCS 505173
KCS 505012	KCS 505066	KCS 505120	KCS 505174
KCS 505013	KCS 505067	KCS 505121	KCS 505175
KCS 505014	KCS 505068	KCS 505122	KCS 505176
KCS 505015	KCS 505069	KCS 505123	KCS 505177
KCS 505016	KCS 505070	KCS 505124	KCS 505178
KCS 505017	KCS 505071	KCS 505125	KCS 505179
KCS 505018	KCS 505072	KCS 505126	KCS 505180
KCS 505019	KCS 505073	KCS 505127	KCS 505181
KCS 505020	KCS 505074	KCS 505128	KCS 505182
KCS 505021	KCS 505075	KCS 505129	KCS 505183
KCS 505022	KCS 505076	KCS 505130	KCS 505184
KCS 505023	KCS 505077	KCS 505131	KCS 505185
KCS 505024	KCS 505078	KCS 505132	KCS 505186
KCS 505025	KCS 505079	KCS 505133	KCS 505187
KCS 505026	KCS 505080	KCS 505134	KCS 505188
KCS 505027	KCS 505081	KCS 505135	KCS 505189
KCS 505028	KCS 505082	KCS 505136	KCS 505190
KCS 505029	KCS 505083	KCS 505137	KCS 505191
KCS 505030	KCS 505084	KCS 505138	KCS 505192
KCS 505031	KCS 505085	KCS 505139	KCS 505193
KCS 505032	KCS 505086	KCS 505140	KCS 505194
KCS 505033	KCS 505087	KCS 505141	KCS 505195
KCS 505034	KCS 505088	KCS 505142	KCS 505196
KCS 505035	KCS 505089	KCS 505143	KCS 505197
KCS 505036	KCS 505090	KCS 505144	KCS 505198
KCS 505037	KCS 505091	KCS 505145	KCS 505199
KCS 505038	KCS 505092	KCS 505146	KCS 505200
KCS 505039	KCS 505093	KCS 505147	KCS 505201
KCS 505040	KCS 505094	KCS 505148	KCS 505202
KCS 505041	KCS 505095	KCS 505149	KCS 505203
KCS 505042	KCS 505096	KCS 505150	KCS 505204
KCS 505043	KCS 505097	KCS 505151	KCS 505205
KCS 505044	KCS 505098	KCS 505152	KCS 505206
KCS 505045	KCS 505099	KCS 505153	KCS 505207
KCS 505046	KCS 505100	KCS 505154	KCS 505208
KCS 505047	KCS 505101	KCS 505155	KCS 505209
KCS 505048	KCS 505102	KCS 505156	
KCS 505049	KCS 505103	KCS 505157	
KCS 505050	KCS 505104	KCS 505158	
KCS 505051	KCS 505105	KCS 505159	
KCS 505052	KCS 505106	KCS 505160	
KCS 505053	KCS 505107	KCS 505161	

SCHEDULE II
(to Equipment Lease Supplement)

FIXED RENT

The base for percentage amounts is \$9,440,356.80.

Date	Number	Rent	Percentage Rent
5/31/1995	1	248325.92	2.6304718
6/30/1995	2	76801.83	.8135480
7/31/1995	3	76801.83	.8135480
8/31/1995	4	76801.83	.8135480
9/30/1995	5	76801.83	.8135480
10/31/1995	6	76801.83	.8135480
11/30/1995	7	76801.83	.8135480
12/31/1995	8	76801.83	.8135480
1/31/1996	9	76801.83	.8135480
2/29/1996	10	76801.83	.8135480
3/31/1996	11	76801.83	.8135480
4/30/1996	12	76801.83	.8135480
5/31/1996	13	76801.83	.8135480
6/30/1996	14	76801.83	.8135480
7/31/1996	15	76801.83	.8135480
8/31/1996	16	76801.83	.8135480
9/30/1996	17	76801.83	.8135480
10/31/1996	18	76801.83	.8135480
11/30/1996	19	76801.83	.8135480
12/31/1996	20	76801.83	.8135480
1/31/1997	21	76801.83	.8135480
2/28/1997	22	76801.83	.8135480
3/31/1997	23	76801.83	.8135480
4/30/1997	24	76801.83	.8135480
5/31/1997	25	76801.83	.8135480
6/30/1997	26	76801.83	.8135480
7/31/1997	27	76801.83	.8135480
8/31/1997	28	76801.83	.8135480
9/30/1997	29	76801.83	.8135480
10/31/1997	30	76801.83	.8135480
11/30/1997	31	76801.83	.8135480
12/31/1997	32	76801.83	.8135480
1/31/1998	33	76801.83	.8135480
2/28/1998	34	76801.83	.8135480
3/31/1998	35	76801.83	.8135480
4/30/1998	36	76801.83	.8135480
5/31/1998	37	76801.83	.8135480

SCHEDULE II
(to Equipment Lease Supplement)

FIXED RENT

Date	Number	Rent	Percentage Rent
6/30/1998	38	76801.83	.8135480
7/31/1998	39	76801.83	.8135480
8/31/1998	40	76801.83	.8135480
9/30/1998	41	76801.83	.8135480
10/31/1998	42	76801.83	.8135480
11/30/1998	43	76801.83	.8135480
12/31/1998	44	76801.83	.8135480
1/31/1999	45	76801.83	.8135480
2/28/1999	46	76801.83	.8135480
3/31/1999	47	76801.83	.8135480
4/30/1999	48	76801.83	.8135480
5/31/1999	49	76801.83	.8135480
6/30/1999	50	76801.83	.8135480
7/31/1999	51	76801.83	.8135480
8/31/1999	52	76801.83	.8135480
9/30/1999	53	76801.83	.8135480
10/31/1999	54	76801.83	.8135480
11/30/1999	55	76801.83	.8135480
12/31/1999	56	76801.83	.8135480
1/31/2000	57	76801.83	.8135480
2/29/2000	58	76801.83	.8135480
3/31/2000	59	76801.83	.8135480
4/30/2000	60	76801.83	.8135480
5/31/2000	61	76801.83	.8135480
6/30/2000	62	76801.83	.8135480
7/31/2000	63	76801.83	.8135480
8/31/2000	64	76801.83	.8135480
9/30/2000	65	76801.83	.8135480
10/31/2000	66	76801.83	.8135480
11/30/2000	67	76801.83	.8135480
12/31/2000	68	76801.83	.8135480
1/31/2001	69	76801.83	.8135480
2/28/2001	70	76801.83	.8135480
3/31/2001	71	76801.83	.8135480
4/30/2001	72	76801.83	.8135480
5/31/2001	73	76801.83	.8135480
6/30/2001	74	76801.83	.8135480
7/31/2001	75	76801.83	.8135480
8/31/2001	76	76801.83	.8135480
9/30/2001	77	76801.83	.8135480
10/31/2001	78	76801.83	.8135480
11/30/2001	79	76801.83	.8135480
12/31/2001	80	76801.83	.8135480

SCHEDULE II
(to Equipment Lease Supplement)

FIXED RENT

Date	Number	Rent	Percentage Rent
1/31/2002	81	76801.83	.8135480
2/28/2002	82	76801.83	.8135480
3/31/2002	83	76801.83	.8135480
4/30/2002	84	76801.83	.8135480
5/31/2002	85	76801.83	.8135480
6/30/2002	86	76801.83	.8135480
7/31/2002	87	76801.83	.8135480
8/31/2002	88	76801.83	.8135480
9/30/2002	89	76801.83	.8135480
10/31/2002	90	76801.83	.8135480
11/30/2002	91	76801.83	.8135480
12/31/2002	92	76801.83	.8135480
1/31/2003	93	76801.83	.8135480
2/28/2003	94	76801.83	.8135480
3/31/2003	95	76801.83	.8135480
4/30/2003	96	76801.83	.8135480
5/31/2003	97	76801.83	.8135480
6/30/2003	98	76801.83	.8135480
7/31/2003	99	76801.83	.8135480
8/31/2003	100	76801.83	.8135480
9/30/2003	101	76801.83	.8135480
10/31/2003	102	76801.83	.8135480
11/30/2003	103	76801.83	.8135480
12/31/2003	104	76801.83	.8135480
1/31/2004	105	76801.83	.8135480
2/29/2004	106	76801.83	.8135480
3/31/2004	107	76801.83	.8135480
4/30/2004	108	76801.83	.8135480
5/31/2004	109	76801.83	.8135480
6/30/2004	110	76801.83	.8135480
7/31/2004	111	76801.83	.8135480
8/31/2004	112	76801.83	.8135480
9/30/2004	113	76801.83	.8135480
10/31/2004	114	76801.83	.8135480
11/30/2004	115	76801.83	.8135480
12/31/2004	116	76801.83	.8135480
1/31/2005	117	76801.83	.8135480
2/28/2005	118	76801.83	.8135480
3/31/2005	119	76801.83	.8135480
4/30/2005	120	76801.83	.8135480
5/31/2005	121	76801.83	.8135480
6/30/2005	122	76801.83	.8135480
7/31/2005	123	76801.83	.8135480

SCHEDULE II
(to Equipment Lease Supplement)

FIXED RENT

Date	Number	Rent	Percentage Rent
8/31/2005	124	76801.83	.8135480
9/30/2005	125	76801.83	.8135480
10/31/2005	126	76801.83	.8135480
11/30/2005	127	76801.83	.8135480
12/31/2005	128	76801.83	.8135480
1/31/2006	129	76801.83	.8135480
2/28/2006	130	76801.83	.8135480
3/31/2006	131	76801.83	.8135480
4/30/2006	132	76801.83	.8135480
5/31/2006	133	76801.83	.8135480
6/30/2006	134	76801.83	.8135480
7/31/2006	135	76801.83	.8135480
8/31/2006	136	76801.83	.8135480
9/30/2006	137	76801.83	.8135480
10/31/2006	138	76801.83	.8135480
11/30/2006	139	76801.83	.8135480
12/31/2006	140	76801.83	.8135480
1/31/2007	141	76801.83	.8135480
2/28/2007	142	76801.83	.8135480
3/31/2007	143	76801.83	.8135480
4/30/2007	144	76801.83	.8135480
5/31/2007	145	76801.83	.8135480
6/30/2007	146	76801.83	.8135480
7/31/2007	147	76801.83	.8135480
8/31/2007	148	76801.83	.8135480
9/30/2007	149	76801.83	.8135480
10/31/2007	150	76801.83	.8135480
11/30/2007	151	76801.83	.8135480
12/31/2007	152	76801.83	.8135480
1/31/2008	153	76801.83	.8135480
2/29/2008	154	76801.83	.8135480
3/31/2008	155	76801.83	.8135480
4/30/2008	156	76801.83	.8135480
5/31/2008	157	76801.83	.8135480
6/30/2008	158	76801.83	.8135480
7/31/2008	159	76801.83	.8135480
8/31/2008	160	76801.83	.8135480
9/30/2008	161	76801.83	.8135480
10/31/2008	162	76801.83	.8135480
11/30/2008	163	76801.83	.8135480
12/31/2008	164	76801.83	.8135480
1/31/2009	165	76801.83	.8135480
2/28/2009	166	76801.83	.8135480

SCHEDULE II
(to Equipment Lease Supplement)

FIXED RENT

Date	Number	Rent	Percentage Rent
3/31/2009	167	76801.83	.8135480
4/30/2009	168	76801.83	.8135480
5/31/2009	169	76801.83	.8135480
6/30/2009	170	76801.83	.8135480
7/31/2009	171	76801.83	.8135480
8/31/2009	172	76801.83	.8135480
9/30/2009	173	76801.83	.8135480
10/31/2009	174	76801.83	.8135480
11/30/2009	175	76801.83	.8135480
12/31/2009	176	76801.83	.8135480
1/31/2010	177	76801.83	.8135480
2/28/2010	178	76801.83	.8135480
3/31/2010	179	76801.83	.8135480
4/30/2010	180	76801.83	.8135480
		=====	=====
Total		13995853.49	148.2555563

SCHEDULE III
(to Equipment Lease Supplement)

CASUALTY VALUES; TERMINATION VALUES

Values are net of any arrears rent due that day.
The lessee pays the loss value plus the "Rent Received".
The base for percentage amounts is \$9,440,356.80.

Date of Termin.	Termination Value (%)	Stipulated Loss Value (%)	Rental Received
5/31/95	102.23184467	102.23184467	171524.09
6/30/95	102.11936619	102.11936619	.00
7/31/95	101.99710227	101.99710227	.00
8/31/95	101.87372568	101.87372568	.00
9/30/95	101.74923028	101.74923028	.00
10/31/95	101.61487593	101.61487593	.00
11/30/95	101.47933741	101.47933741	.00
12/31/95	101.34260953	101.34260953	.00
1/31/96	101.19595533	101.19595533	.00
2/29/96	101.04804471	101.04804471	.00
3/31/96	100.89887079	100.89887079	.00
4/30/96	100.74841832	100.74841832	.00
5/31/96	100.57983094	100.57983094	.00
6/30/96	100.40986618	100.40986618	.00
7/31/96	100.22165730	100.22165730	.00
8/31/96	100.03196553	100.03196553	.00
9/30/96	99.84078028	99.84078028	.00
10/31/96	99.63123364	99.63123364	.00
11/30/96	99.42008686	99.42008686	.00
12/31/96	99.20732827	99.20732827	.00
1/31/97	98.97608923	98.97608923	.00
2/28/97	98.74313034	98.74313034	.00
3/31/97	98.50843953	98.50843953	.00
4/30/97	98.27200419	98.27200419	.00
5/31/97	98.02297748	98.02297748	.00
6/30/97	97.77212711	97.77212711	.00
7/31/97	97.50860540	97.50860540	.00
8/31/97	97.24317973	97.24317973	.00
9/30/97	96.97583665	96.97583665	.00
10/31/97	96.69572817	96.69572817	.00
11/30/97	96.41362125	96.41362125	.00
12/31/97	96.12950169	96.12950169	.00
1/31/98	95.83252086	95.83252086	.00
2/28/98	95.53344541	95.53344541	.00
3/31/98	95.23225997	95.23225997	.00
4/30/98	94.92895035	94.92895035	.00
5/31/98	94.61707157	94.61707157	.00
6/30/98	94.30300643	94.30300643	.00

SCHEDULE III
(to Equipment Lease Supplement)
CASUALTY VALUES; TERMINATION VALUES

Date of Termin.	Termination Value (%)	Stipulated Loss Value (%)	Rental Received
7/31/98	93.98031015	93.98031015	.00
8/31/98	93.65536534	93.65536534	.00
9/30/98	93.32815652	93.32815652	.00
10/31/98	92.99223828	92.99223828	.00
11/30/98	92.65399270	92.65399270	.00
12/31/98	92.31340451	92.31340451	.00
1/31/99	91.96402640	91.96402640	.00
2/28/99	91.61224118	91.61224118	.00
3/31/99	91.25803190	91.25803190	.00
4/30/99	90.90138320	90.90138320	.00
5/31/99	90.53910219	90.53910219	.00
6/30/99	90.17433197	90.17433197	.00
7/31/99	89.80388029	89.80388029	.00
8/31/99	89.43088931	89.43088931	.00
9/30/99	89.05534206	89.05534206	.00
10/31/99	88.67404588	88.67404588	.00
11/30/99	88.29014249	88.29014249	.00
12/31/99	87.90361472	87.90361472	.00
1/31/ 0	87.51126907	87.51126907	.00
2/29/ 0	87.11624724	87.11624724	.00
3/31/ 0	86.71853049	86.71853049	.00
4/30/ 0	86.31810188	86.31810188	.00
5/31/ 0	85.91211839	85.91211839	.00
6/30/ 0	85.50337049	85.50337049	.00
7/31/ 0	85.08901676	85.08901676	.00
8/31/ 0	84.67184842	84.67184842	.00
9/30/ 0	84.25184523	84.25184523	.00
10/31/ 0	83.82616555	83.82616555	.00
11/30/ 0	83.39759912	83.39759912	.00
12/31/ 0	82.96612666	82.96612666	.00
1/31/ 1	82.52890399	82.52890399	.00
2/28/ 1	82.08872307	82.08872307	.00
3/31/ 1	81.64556280	81.64556280	.00
4/30/ 1	81.19940255	81.19940255	.00
5/31/ 1	80.74777958	80.74777958	.00
6/30/ 1	80.29310343	80.29310343	.00
7/31/ 1	79.83291161	79.83291161	.00
8/31/ 1	79.36961408	79.36961408	.00
9/30/ 1	78.90319050	78.90319050	.00
10/31/ 1	78.43117466	78.43117466	.00
11/30/ 1	77.95597991	77.95597991	.00

SCHEDULE III
(to Equipment Lease Supplement)
CASUALTY VALUES; TERMINATION VALUES

Date of Termin.	Termination Value (%)	Stipulated Loss Value (%)	Rental Received
12/31/ 1	77.47758231	77.47758231	.00
1/31/ 2	76.99351766	76.99351766	.00
2/28/ 2	76.50619625	76.50619625	.00
3/31/ 2	76.01559615	76.01559615	.00
4/30/ 2	75.52169649	75.52169649	.00
5/31/ 2	75.02610325	75.02610325	.00
6/30/ 2	74.52717338	74.52717338	.00
7/31/ 2	74.02651455	74.02651455	.00
8/31/ 2	73.52248137	73.52248137	.00
9/30/ 2	73.01505341	73.01505341	.00
10/31/ 2	72.50583749	72.50583749	.00
11/30/ 2	71.99318748	71.99318748	.00
12/31/ 2	71.47708125	71.47708125	.00
1/31/ 3	70.95912413	70.95912413	.00
2/28/ 3	70.43767445	70.43767445	.00
3/31/ 3	69.91270605	69.91270605	.00
4/30/ 3	69.38419467	69.38419467	.00
5/31/ 3	68.85785821	68.85785821	.00
6/30/ 3	68.32796023	68.32796023	.00
7/31/ 3	67.80021620	67.80021620	.00
8/31/ 3	67.26889115	67.26889115	.00
9/30/ 3	66.73396338	66.73396338	.00
10/31/ 3	66.20114687	66.20114687	.00
11/30/ 3	65.66470538	65.66470538	.00
12/31/ 3	65.12461605	65.12461605	.00
1/31/ 4	64.58659063	64.58659063	.00
2/29/ 4	64.04489765	64.04489765	.00
3/31/ 4	63.49951106	63.49951106	.00
4/30/ 4	62.95040734	62.95040734	.00
5/31/ 4	62.40377631	62.40377631	.00
6/30/ 4	61.85341003	61.85341003	.00
7/31/ 4	61.30549801	61.30549801	.00
8/31/ 4	60.75382850	60.75382850	.00
9/30/ 4	60.19837524	60.19837524	.00
10/31/ 4	59.64533321	59.64533321	.00
11/30/ 4	59.08848954	59.08848954	.00
12/31/ 4	58.52781528	58.52781528	.00
1/31/ 5	57.96950503	57.96950503	.00
2/28/ 5	57.40734450	57.40734450	.00
3/31/ 5	56.84130784	56.84130784	.00
4/30/ 5	56.27136699	56.27136699	.00

SCHEDULE III
(to Equipment Lease Supplement)

CASUALTY VALUES; TERMINATION VALUES

Date of Termin.	Termination Value (%)	Stipulated Loss Value (%)	Rental Received
5/31/ 5	55.70423705	55.70423705	.00
6/30/ 5	55.13318490	55.13318490	.00
7/31/ 5	54.56492227	54.56492227	.00
8/31/ 5	53.99271900	53.99271900	.00
9/30/ 5	53.41654512	53.41654512	.00
10/31/ 5	52.84311193	52.84311193	.00
11/30/ 5	52.26569074	52.26569074	.00
12/31/ 5	51.68425223	51.68425223	.00
1/31/ 6	51.10550769	51.10550769	.00
2/28/ 6	50.52272611	50.52272611	.00
3/31/ 6	49.93587679	49.93587679	.00
4/30/ 6	49.34493345	49.34493345	.00
5/31/ 6	48.75716837	48.75716837	.00
6/30/ 6	48.16528757	48.16528757	.00
7/31/ 6	47.57656713	47.57656713	.00
8/31/ 6	46.98371432	46.98371432	.00
9/30/ 6	46.38669685	46.38669685	.00
10/31/ 6	45.79278889	45.79278889	.00
11/30/ 6	45.19469529	45.19469529	.00
12/31/ 6	44.59239284	44.59239284	.00
1/31/ 7	43.99314748	43.99314748	.00
2/28/ 7	43.38966595	43.38966595	.00
3/31/ 7	42.78192462	42.78192462	.00
4/30/ 7	42.16988578	42.16988578	.00
5/31/ 7	41.56134395	41.56134395	.00
6/30/ 7	40.94848618	40.94848618	.00
7/31/ 7	40.33770238	40.33770238	.00
8/31/ 7	39.72118681	39.72118681	.00
9/30/ 7	39.09890863	39.09890863	.00
10/31/ 7	38.47866121	38.47866121	.00
11/30/ 7	37.85263053	37.85263053	.00
12/31/ 7	37.22079583	37.22079583	.00
1/31/ 8	36.59093796	36.59093796	.00
2/29/ 8	35.95525065	35.95525065	.00
3/31/ 8	35.31371102	35.31371102	.00
4/30/ 8	34.66628115	34.66628115	.00
5/31/ 8	34.02082123	34.02082123	.00
6/30/ 8	33.36945167	33.36945167	.00
7/31/ 8	32.72003204	32.72003204	.00
8/31/ 8	32.06468510	32.06468510	.00
9/30/ 8	31.40338308	31.40338308	.00

SCHEDULE III
(to Equipment Lease Supplement)
CASUALTY VALUES; TERMINATION VALUES

Date of Termin.	Termination Value (%)	Stipulated Loss Value (%)	Rental Received
10/31/ 8	30.74397696	30.74397696	.00
11/30/ 8	30.07859322	30.07859322	.00
12/31/ 8	29.40720916	29.40720916	.00
1/31/ 9	28.73766805	28.73766805	.00
2/28/ 9	28.06210089	28.06210089	.00
3/31/ 9	27.38047729	27.38047729	.00
4/30/ 9	26.69276716	26.69276716	.00
5/31/ 9	26.00681841	26.00681841	.00
6/30/ 9	25.31476628	25.31476628	.00
7/31/ 9	24.62445116	24.62445116	.00
8/31/ 9	23.92801086	23.92801086	.00
9/30/ 9	23.22540457	23.22540457	.00
10/31/ 9	22.52449272	22.52449272	.00
11/30/ 9	21.81739233	21.81739233	.00
12/31/ 9	21.10408285	21.10408285	.00
1/31/10	20.39240360	20.39240360	.00
2/28/10	19.67449260	19.67449260	.00
3/31/10	18.95030768	18.95030768	.00
4/30/10	18.21982851	18.21982851	.00
5/31/10	17.50000000	17.50000000	.00